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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY REGION X

IN THE MATTER OF:

Portland Harbor Superfund Site,

**ATOFINA Chemicals, Inc., Chevron U.S.A., Inc.,
Gunderson, Inc., Northwest Natural Gas,
City of Portland, Port of Portland, Time Oil Co.,
ConocoPhillips Company (formerly Tosco
Corporation), Union Pacific Railroad Company,)
Oregon Steel Mills, Inc.**

**U.S. EPA Docket Number
CERCLA-10-2001-0240**

RESPONDENTS,

**Proceeding Under Sections 104,
122(a), and 122(d)(3) of the
Comprehensive Environmental Response
Compensation, and Liability Act, (CERCLA) as
amended, 42 U.S.C. §§ 9604, 9622(a),
and 9622(d)(3).**

AMENDMENT NO. 1

**ADMINISTRATIVE ORDER ON CONSENT
FOR REMEDIAL INVESTIGATION/FEASIBILITY STUDY**

The undersigned hereby unanimously agree that the Administrative Order on Consent is amended as follows:

Section V. of the AOC is amended by the addition of paragraph 7 set forth below:

7. EPA has entered into a Memorandum of Understanding for the Portland

Portland Harbor Superfund Site RI/FS AOC, Amd. No. 1

Harbor Superfund Site (the "MOU") with, among others, the Confederated Tribes and Bands of the Yakama Nation, the Confederated Tribes of the Grand Ronde Community of Oregon, the Confederated Tribes of Siletz Indians, the Confederated Tribes of the Umatilla Indian Reservation, the Confederated Tribes of the Warm Springs Reservation of Oregon, and the Nez Perce Tribe (collectively, the "the Tribes") to ensure the Tribes' participation in RI/FS activities at the Site.

Section XXII. of the AOC is amended in the following ways:

The title to Section XXII. is amended to be **"REIMBURSEMENT OF EPA AND TRIBAL RESPONSE COSTS"**

A paragraph 6 is added and set forth below:

6. EPA funding to support Tribal participation at CERCLA sites is increasingly uncertain. In order to advance an efficient, focused, collaborative RI/FS for the Site, Respondents desire to fund the Tribes' response and oversight costs consistent with EPA policy, regulations, and guidance on supporting Tribal involvement, regardless of the availability of federal funds.

A paragraph 7 is added and set forth below:

7. Respondents may pay directly response and oversight costs incurred by the Tribes in the amount and in the manner as the Respondents and one or more of the Tribes may agree. If requested by Respondents, EPA will review annually Tribal budgets and invoices for costs payable under this paragraph for the sole purpose of determining if the costs are within the

scope of the Consent Order and consistent with the NCP. EPA will use best efforts to make its determination within sixty (60) days of EPA's receipt of the budgets or invoices. EPA's determination under this paragraph is not subject to Section XVIII. of this Consent Order (Dispute Resolution). If no agreement exists between the Respondents and the Tribes, Respondents shall have no obligation to pay Tribes' response and oversight costs directly pursuant to this paragraph. Nothing in this paragraph, however, affects Respondents' obligations under this Consent Order to reimburse EPA's response and oversight costs, including Tribal cooperative agreement costs, pursuant to paragraph 1 of this Section.

ADMINISTRATIVE ORDER ON CONSENT, DOCKET NO. CERCLA 10-2001-0240
AMENDMENT NO. 1 IS APPROVED AND ORDERED

Issued this 16th day of June, 2003

BY: Sylvia Kawabata
Sylvia Kawabata, Manager
Site Assessment and Environmental Cleanup Unit #2

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For ConocoPhillips Company
(formerly TOSCO Corporation)

DV

BY: William J. Lundeen DATE: 5/4/2003
Name: William J. Lundeen
Title: RMR Regional Manager

For ATOFINA Chemicals, Inc.

BY: _____ DATE: _____
Name: _____
Title: _____

For Chevron U.S.A., Inc.

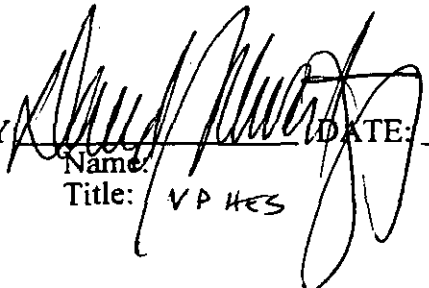
BY: _____ DATE: _____
Name: _____
Title: _____

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For ConocoPhillips Company
(formerly TOSCO Corporation)

BY: _____ DATE: _____
Name:
Title:

For ATOFINA Chemicals, Inc.

BY:  DATE: 5/16/03
Name:
Title: VP HES

For Chevron U.S.A., Inc.

BY: _____ DATE: _____
Name:
Title:

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For ConocoPhillips Company
(formerly TOSCO Corporation)

BY: _____ DATE:

Name:

Title:

For ATOFINA Chemicals, Inc.

BY: _____ DATE:

Name:

Title:

For Chevron U.S.A., Inc.

BY:  DATE: May 1, 2003

Name: Gordon Turl

Title: Business Unit Manager

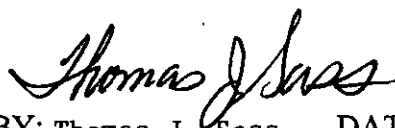
Superfund and Property Management

Chevron Environmental Management Company

Portland Harbor Superfund Site RI/FS AOC, Amd. No. 1

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Gunderson, Inc.



BY: Thomas J. Sass DATE: May 13, 2003

Name: Thomas J. Sass

Title: President

For Northwest Natural Gas

BY: _____ DATE:

Name:

Title:

For City of Portland

BY: _____ DATE:

Name:

Title:

For Port of Portland

BY: _____ DATE:

Portland Harbor Superfund Site RI/FS AOC, Amd. No. 1

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Gunderson, Inc.

BY: _____ DATE: _____
Name:
Title:

For Northwest Natural Gas

BY: Beth A. Upretz DATE: 5-6-03
Name: Beth A. Upretz
Title: Sr VP, General Counsel

For City of Portland

BY: _____ DATE: _____
Name:
Title:

For Port of Portland

BY: _____ DATE: _____

Portland Harbor Superfund Site RI/FS AOC, Amd. No. 1

For City of Portland

BY: Dan Saltzman DATE: 6/9/03

Name: Dan Saltzman

Title: City Commissioner, Public Affairs

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Gunderson, Inc.

BY: _____ DATE: .
Name:
Title:

For Northwest Natural Gas

BY: _____ DATE:
Name:
Title:

For City of Portland

BY: _____ DATE:
Name:
Title:

For Port of Portland

**APPROVED AS TO LEGAL SUFFICIENCY
FOR THE PORT**

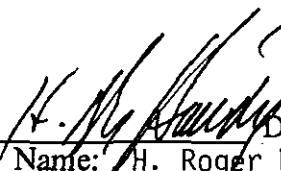
By: _____
Counsel for the Port of Portland

BY:  _____ DATE:

Portland Harbor Superfund Site RI/FS AOC, Amd. No. 1

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Time Oil Co.

BY:  DATE: May 1, 2003
Name: H. Roger Holliday
Title: President

26 5/1/03 Kelly

For Union Pacific Railroad Company

BY: _____ DATE: _____
Name:
Title:

For Oregon Steel Mills, Inc.

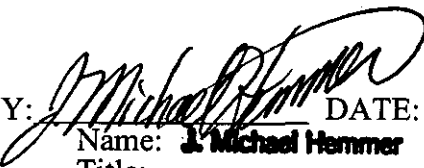
BY: _____ DATE: _____
Name:
Title:

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Time Oil Co.

BY: _____ DATE: _____
Name:
Title:

For Union Pacific Railroad Company

BY:  DATE: 5-1-03
Name: **J. Michael Hammer**
Title: **Vice President - Law**

For Oregon Steel Mills, Inc.

BY: _____ DATE: _____
Name:
Title:

RESPONDENTS hereby consent to the issuance of this Amended order, and agree to abide by each and every provision to Administrative Order on Consent, Docket No. CERCLA 10-2001-0240 as amended herein.

For Time Oil Co.

BY: _____ DATE: _____
Name:
Title:

For Union Pacific Railroad Company

BY: _____ DATE: _____
Name:
Title:

For Oregon Steel Mills, Inc.

BY: *L. R. Adams* DATE: 5/6/03
Name: L. R. Adams
Title: CFO